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March 1, 2000

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA MESSENGER

Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: CC Docket No. 98-184, Application of GTE Corporation, Transferor, and Bell Atlantic Corporation, Transferee, for Consent to Transfer of Control

Dear Secretary Salas:

RCN Telecom Services, Inc. ("RCN"), by its undersigned counsel, respectfully submits these comments in response to the above-referenced Application by GTE and Bell Atlantic ("Joint Applicants") for authority to transfer control of certain licenses and authorizations incident to their proposed merger.

RCN is a facilities-based CLEC serving residential and business customers throughout the northeastern portion of the United States. The company is the nation's first and largest single-source, facilities-based provider of telecommunications services to the residential market, the largest regional Internet service provider (ISP) in the Northeast and the nation's seventh largest ISP. The company is currently providing local and long distance telephone, cable television and Internet services in several markets from Boston to Washington, D.C. RCN also recently announced plans to expand its target market to include California's San Francisco to San Diego corridor.

RCN is very concerned that approval of the merger of Bell Atlantic and GTE will cause significant anti-competitive consequences that could hinder the development of a truly competitive market for local and advanced services. This merger would create the largest ILEC in the nation and represents the latest in a trend of mergers that are leading to a consolidation of local service networks in the hands of a few, large companies. The potential harm of concentrating essential bottleneck facilities in the hands of one company are well documented. By hindering and delaying CLEC access to its bottleneck facilities, Bell Atlantic and GTE have, as individual companies, been extremely successful in delaying the advent of robust competition for local services in their

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respective markets. The likely outcome of this merger will be a giant entity that will have a heightened ability to hinder competition and less incentive to provide improved services to its customers and CLECs. The difficulties faced by RCN and other CLECs have been well documented in other proceedings before the Commission and need not be recapitulated here.

RCN urges the Commission to require the Joint Applicants to develop, implement and maintain uniform electronic OSS interfaces and business rules across both GTE and Bell Atlantic service areas. Under the Proposed Merger Conditions advanced by the Joint Applicants, both parties would develop and maintain OSS interfaces and business rules separately in their respective service areas.

Permitting the Joint Applicants to employ different OSS would hinder the development of competition by increasing CLEC's costs, and by perpetuating the difficulties competitors encounter when accessing the OSS of the merged entity. In order to offer local services to its customers, RCN must rely upon access to timely, accurate and effective OSS to permit it to place customer orders, provision service, bill customers, and arrange for maintenance. Where CLECs such as RCN meet with difficulties in providing services to its customers because of some failure in the ILEC's OSS systems, it damages RCN's goodwill with that customer, even though the fault lies with the ILEC. Because the CLECs' gain in customers at the ILEC's expense, the ILECs have an incentive to make it difficult for CLECs obtain and retain customers. RCN is concerned that if GTE is permitted to retain a separate OSS, it will perform in a significantly less effective manner than that in the Bell Atlantic service areas.

Permitting the merged entity to maintain two different OSS systems will also raise CLECs' costs because each CLEC that competes for customers throughout the merged entity's service area must maintain the capabilities to access these systems. While it is true that this is currently the case for those CLECs that offer services in service areas of both Bell Atlantic and GTE, the fact that CLECs currently shoulder this cost does not mean that they should continue to do so as OSS develops on a going-forward basis. Instead, it would be much more cost effective for RCN if it were able to use a single OSS for the combined service area of the merged entity. In proposing that GTE and Bell Atlantic be permitted to operate as one company with two OSS systems, the Joint Applicants are shifting the cost burden relating to the incompatible systems to CLECs rather than bearing these costs themselves. RCN submits that it is reasonable to expect the parties that gain the benefits from the proposed merger to shoulder the costs associated with harmonizing practices across their services areas. This was the case in the SBC/Ameritech merger and it should also be the case here for the Joint Applicants. There is no doubt that a combined Bell Atlantic/GTE would have the resources to develop a common OSS.

Additionally, RCN submits that the Commission should require that GTE's OSS be subject to third party testing in the same manner as Bell Atlantic. Third party testing has played a crucial role

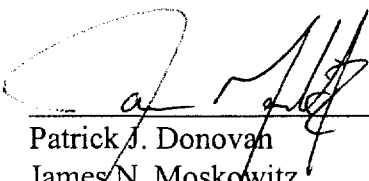
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in evaluating whether Bell Atlantic met its obligations under Section 251 of the Act. Third party testing involves having independent third party testers develop interfaces with an ILEC's OSS and tests the speed, accuracy and reliability of the ILEC's OSS system. Because GTE is not subject to the Section 271 process, GTE has not been required to submit to OSS testing. However, this testing is crucial for evaluating the performance of OSS and providing the feedback necessary for introducing beneficial changes into OSS. This is especially true given the relatively limited experience CLECs have had with GTE's OSS due to the smaller volume of wholesale services that CLECs purchase from GTE.

Accordingly, RCN respectfully submits that if the Commission approves the merger of the Joint Applicants, it must do so on the condition that they operate a single, uniform OSS, and that the OSS be subject to third party testing throughout the merged entities' service area, not just in those currently served by Bell Atlantic.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I, Ivonne J. Diaz, hereby certify that on this 1st day of March, 2000, I served copies of the foregoing comments in response to Application of GTE Corporation, Transferor, and Bell Atlantic Corporation, Transferee, for consent to Transfer of Control, either by hand or by mail, first-class postage prepaid, on the persons on the attached list.



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